

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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THIRD SUPPLEMENTAL AFFIDAVIT OF RANDALL S. EISENBERG
IN SUPPORT OF THE RETENTION OF FTI CONSULTING, INC. AS
RESTRUCTURING AND FINANCIAL ADVISOR TO THE DEBTORS

Randall S. Eisenberg, being duly sworn, deposes and states as follows:

1. I am a Senior Managing Director with the firm of FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors, and employees, "FTI"). I submit this affidavit (the "Third Supplemental Affidavit")¹ to supplement my prior affidavits that were submitted in connection with FTI's retention in these chapter 11 cases. Unless otherwise stated in this Third Supplement Affidavit², I have personal knowledge of the facts set forth herein.

2. On October 8, 2005, the Debtors commenced these cases by filing voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code.

3. On October 8, 2005, the Debtors filed an application to retain FTI as its Restructuring and Financial Advisor. In support of the application, FTI filed an affidavit executed by the undersigned on behalf of FTI in accordance with the applicable sections of the Bankruptcy Code (the "Original Affidavit"). On or about February 27, 2006 and April 26, 2006,

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

² Certain of the disclosures herein relate to matters within the personal knowledge of other professionals within FTI and are based upon information they have provided.

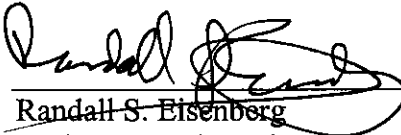
I submitted supplemental affidavits to update the disclosures made in the Original Affidavit (the "Supplemental Affidavits").

4. Since the filing of the Supplemental Affidavits, the following has come to my attention:

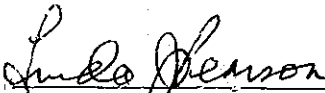
- a. Upon information and belief, FTI has provided and could reasonably be expected to continue to provide services to the parties set forth in Exhibit A. FTI's representation of these organizations is wholly unrelated to the Debtors and these Chapter 11 cases.

5. Insofar as I have been able to ascertain and subject to the disclosures herein and in my prior affidavits, FTI does not represent any interests adverse to the Debtors' estates and, to the best of my knowledge, remains a "disinterested person" as that term is defined in Section 101(14), as modified by Section 1107(b), of the Bankruptcy Code.

Dated: New York, New York
July 28, 2006

By: 
Randall S. Eisenberg
Senior Managing Director

Sworn to and subscribed before me on
this 28th day of July 2006


Notary Public

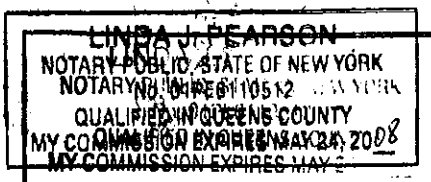


Exhibit A

Delphi Corporation, et al. Relationship Check Summary

Name
A. Schulman, Inc.
Airgas
America Online, Inc.
Baker Hughes
BASF Corporation
BriteSmile
Cigna
CSX Corporation
Deere & Company
Exxon Mobil Corporation
HEXCEL Corporation
ING Investment Management LLC
ITT Industries
Merck & Co.
Microsoft Corporation
ORIX
Penske Truck Leasing
Praxair, Inc.
Seyfarth & Shaw
Shainin, II
Silver Point Capital
Sojitz
Toshiba America Electronic Components
Travelers Indemnity
Trust Company of the West
Veritas Software Corporation
Wellman, Inc.
XM Satellite Radio

Note: To the extent a listed entity has filed for Chapter 11, FTI may represent the Company or the Unsecured Creditors' Committee.